

2007 AMENDED BYLAWS OF
LAS BRISAS APARTMENT HOMES COMMUNITY ASSOCIATION

ARTICLE 1
DEFINITIONS

Section 1.1 Las Brisas Apartment Homes Restrictions:

The term "Las Brisas Apartment Homes Restrictions" shall mean the provisions of that certain "MASTER DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE CONDOMINIUM DEVELOPMENT OF LAS BRISAS APARTMENT HOMES IN CLARK COUNTY, NEVADA" recorded on August 8, 2003, in Book 20030815, its document number 03039, of Official Records, in the Office of the County Recorder of Clark County, State of Nevada, as said MASTER DECLARATION may be amended from time to time pursuant to Section 7.03 thereof. Said MASTER DECLARATION, as any or all of them may be so amended, supplemented or modified from time to time, are incorporated herein by this reference with the same force and effect as if fully set forth herein.

Section 1.2 Other Terms:

Unless the context otherwise specify or require, the other terms used herein shall have the definition and meaning given to them in ARTICLE I of the MASTER DECLARATION.

ARTICLE II

MEMBERS

Section 2.1 Qualifications:

- (a) Each OWNER of a condominium unit within Las Brisas Apartment Homes, by virtue of being such an OWNER and for so long as it is such an OWNER, shall become a Member of the ASSOCIATION, and, in the event of its dissolution, of the unincorporated association succeeding thereto pursuant to Section 4.01 of the MASTER DECLARATION upon the execution and delivery to the ASSOCIATION of a membership agreement, substantially in the form of EXHIBIT "D" attached to the MASTER DECLARATION, and the delivery to the ASSOCIATION of the proof of ownership of such a condominium unit which is prescribed in Paragraph (b) of this Section 2.1


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Requestor:
AMS MANAGEMENT GROUP LLC

Debbie Conway GWC

- (b) No person shall exercise the rights or privileges of membership in the ASSOCIATION until the requirements of Paragraph (a) of this Section 2.1 have been satisfied, and satisfactory proof has been furnished to the BOARD that he is an OWNER of a condominium unit within Las Brisas Apartment Homes. Such proof of ownership of such a condominium unit within Las Brisas Apartment Homes may consist of a copy of a duly executed and acknowledged grant deed, a copy of a duly executed contract of sale, or a title insurance policy showing said person to be the OWNER of a condominium unit within Las Brisas Apartment Homes or such documentary or other proof as the BOARD, in its discretion, shall deem to be satisfactory. The decision of the BOARD as to qualification for membership shall be final and conclusive for all purposes.
- (c) The BOARD may provide for the issuance of certificates, in a form, which shall determine, evidencing membership in the ASSOCIATION. Such certificates shall be consecutively numbered and contain the name and address of the Member. The Secretary shall enter the date of issuance of the certificate in the records of the ASSOCIATION. If any certificate is lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the BOARD may direct.

Section 2.2 Voting:

- (a) The ASSOCIATION shall have one (1) class of voting membership. Members shall be all Owners of Condominium units and shall be entitled to one (1) vote for each condominium unit owned. When more than one (1) person holds an interest in any condominium unit, all such persons shall be members. The vote for such condominium unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any condominium unit. For the purpose of this Article, Owners shall include the vendee under a contract of sale.
- (b) At any meeting of the Members or election, each Member shall be entitled to cast the number of votes to which he is entitled under the Las Brisas Apartment Homes Restrictions.
- (c) With the exception of electing members to serve on the Board of Directors, every Member entitled to vote or execute statements or consents shall have the right to do so either in person or; by a member of his immediate family, a tenant of the Unit's Owner who resides in the common-interest community or another Unit's Owner who resides in the common-interest community, as authorized by a written proxy executed by a Unit's Owner provided, however, that no such proxy shall be valid after the expiration of the meeting for which it was executed. The form of any such proxy shall be subject to the reasonable approval of the Board.

Section 2.3 Meetings; Quorums:

- (a) There shall be an annual meeting of the Members on the third Tuesday of October each year at 6:00 P.M. at a reasonable place (within the County of Clark, State of Nevada) or time (not more than thirty (30) days before or after such date) as may be designated by a written notice delivered or mailed to the Members not less than ten (10) days nor more than sixty (60) days prior to the date fixed for said meeting.
- (b) Special Meetings of the Members may be called at any time and for any purpose whatsoever, by the President, a majority of the BOARD, or ten percent (10%) of the voting power of the ASSOCIATION. Said meetings shall be held at a reasonable place (within the County of Clark, State of Nevada), and shall be called by written notice to the Members, delivered not less than ten (10) days nor more than sixty (60) days prior to the date fixed for said meeting. Said notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted.
- (c) The transactions of any meeting of Members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote, not present in person or by proxy, signs a waiver of notice, or a consent to the holding of such a meeting, or an approval of the Minutes thereof, all such waivers, consents or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.
- (d) The presence at any meeting, in person or by proxy, of Members having at least twenty percent (20%) of the total votes in the Association shall constitute a quorum.
- (e) If any meeting cannot be held because a quorum is not present, the Members present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called. At the subsequent meeting, the presence of Members, either in person or by proxy, having at least one-third (1/3) of the total votes in the Association shall constitute a quorum.
- (f) Unless otherwise expressly provided herein, any action may be taken at any meeting of the Members, or at any election, at which a quorum is present, upon the affirmative vote of at least a majority of the total votes present.

Section 4.4 Removal and Resignation:

Any officer may be removed, either with or without cause, by the BOARD or by any officer upon whom the BOARD may confer such power of removal, provided, however, that only the BOARD shall remove an officer chosen by the BOARD. Any officer may resign at any time by giving written notice to the BOARD, the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any other time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.5 Vacancies:

A vacancy in any office because of death, resignation, disqualification or any other cause shall be filled in the manner prescribed in the BYLAWS for regular appointments to such office.

Section 4.6 Duties of Officers:

- (a) The President shall be elected by the BOARD from among the Directors and shall be the chief executive officer of the ASSOCIATION and shall, subject to the control of the BOARD, have general supervision, direction and control of the business and affairs of the ASSOCIATION. The President shall preside at all meetings of the Members and at all meetings of the BOARD, and shall have the general powers and duties of management usually vested in the office of President of a corporation along with such other powers and duties as may be prescribed by the BOARD or the BY-LAWS.
- (b) In the absence or disability of the President, the Secretary shall perform all the duties of the President, and when so acting shall have all the power of and be subject to all the restrictions applicable to the President.
- (c) The Secretary shall be elected by the BOARD and shall cause to be kept, at the principal office of the ASSOCIATION or such other reasonable place as the BOARD may order, a book of Minutes of all meetings of Directors and Members including (without limitation) the time and place of where meetings were held, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of Members and votes present in person or by proxy at Members' meetings, and the proceedings thereof. The Secretary shall cause to be kept at the principal office of the ASSOCIATION, all appropriate current records including showing the Members of the ASSOCIATION and their addresses. The Secretary shall give notice of all the meetings of the Members and of the BOARD as required by the BY-LAWS or by Law; and shall keep the seal of the ASSOCIATION in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the BOARD or by the BY-LAWS.

- (d) The Treasurer shall be elected by the BOARD and the Treasurer shall cause to be kept in the principal office of the Association, adequate and correct accounts of the properties and business transactions of the ASSOCIATION, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any Director or Member. The Treasurer shall cause the deposit of all monies and other valuables in the name and to the credit of the ASSOCIATION with such depositories as may be designated by the BOARD; and shall cause all disbursement of funds of the ASSOCIATION as may be ordered by the BOARD. He shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the ASSOCIATION. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the BOARD or the BY-LAWS.

Section 4.7 Qualifications of Officers:

Unless otherwise provided herein, all officers must be a member of the ASSOCIATION and shall be a member in good standing and the unit they represent shall have no unpaid assessment levied against it. If the unit any officer represents has an assessment levied against it during his term of office which remains unpaid for longer than 30 days, he shall be suspended from office until any such assessment is paid. If either the Secretary or Treasurer is suspended then the duties of the office will revert to the remaining officer until such time as the suspension is over or a replacement is elected.

ARTICLE V

MISCELLANEOUS

Section 5.1 Manager:

The BOARD may employ the services of a Manager to manage the affairs of the ASSOCIATION, and to the extent not inconsistent with the laws of the State of Nevada, the BOARD may delegate to the Manager any of its rights or power under the Las Brisas Apartment Homes Association Restrictions.

Section 5.2 Corporate Seal:

The ASSOCIATION shall have a seal in circular form having within its circumference the words "LAS BRISAS APARTMENT HOMES COMMUNITY ASSOCIATION, Incorporated in the State of, Nevada.

Section 3.4 Books and Records:

The BOARD shall cause to be maintained, in a manner consistent with generally accepted accounting principles, a full set of books and records showing the financial condition of the ASSOCIATION. At least once a year an independent, certified audit of such books and records shall be conducted. A copy of each such audit shall be made available, within thirty (30) days following the completion of the audit, for inspection by any Member of the ASSOCIATION, during normal business hours, at the principal office of the ASSOCIATION or such other reasonable place as the BOARD may order.

ARTICLE IV

OFFICERS

Section 4.1 Officers:

The officers of the ASSOCIATION shall be a President, a Secretary and a Treasurer. The ASSOCIATION may also have, at the discretion of the BOARD, one (1) or more Assistant Secretaries or Assistant Treasurers and such other officers as may be appointed in accordance with the provisions of Section 4.3 hereof. All officers must be Members of the ASSOCIATION. One (1) person may hold two (2) or more offices, except that the same person shall not hold the offices of President and Secretary. In the event that a corporation or other impersonal entity is a Member of the ASSOCIATION, it may designate one (1) or more persons to hold office on its behalf.

Section 4.2 Election:

The officers of the Association, except such officers as may be appointed in accordance with the provisions of Sections 4.3 or 4.5 hereof, shall be chosen annually by the BOARD and each shall hold office until his resignation, removal or disqualification to serve, or until his successor is elected and qualified.

Section 4.3 Subordinate Officers:

The BOARD may appoint, or may empower the President to appoint, such other officers as the business of the ASSOCIATION may require (including the Assistant Secretaries and Assistant Treasurers mentioned in Section 4.1 hereof), each of whom shall hold office for such period, have such authority and perform such duties as are provided in the BYLAWS or as the BOARD may from time to time determine.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Corporate Powers:

- (a) Subject to any limitations of the ARTICLES, the Las Brisas Apartment Homes Restrictions or applicable law as to action which must be authorized or approved by the Members, all corporate powers of the ASSOCIATION shall be exercised by, or under the authority of, and the business and affairs of the ASSOCIATION shall be controlled by, the BOARD.
- (b) The BOARD shall exercise the corporate powers of the ASSOCIATION strictly in accordance with the Las Brisas Apartment Homes Restrictions, the ARTICLES, and these BYLAWS, as any of them may be amended from time to time.

Section 3.2 Number' Qualifications and Elections:

- (a) The authorized number of Directors of this ASSOCIATION shall be three (3) as approved by amendment of The Bylaws duly adopted on October 18, 2007 by the Members amending this Paragraph (a) of Section 3.2.
- (b) No person shall serve as a Member of the BOARD who is not a Member of the ASSOCIATION. In the event that a corporation or other legal entity is a Member of the ASSOCIATION, it may designate one (1) or more persons to serve on the BOARD on its behalf. Any Member duly elected to serve on the Board of Directors must be a Member of the ASSOCIATION and shall be a Member in good standing and the unit they represent shall have no unpaid assessment levied against it. If a unit that a Director represents has an assessment levied against it, which remains unpaid for longer than 30 days, any such Director shall be suspended until such assessment is paid.
- (c) Members shall only elect Directors to the BOARD for the forthcoming year using a secret mailed out ballot with a stamped return envelope. Each member may cumulate his votes and give one (1) candidate, or divide among the candidates for Director, a number of votes equal to the number of Directors to be elected. The candidate receiving the highest number of votes, up to the number of Directors to be elected shall be deemed elected. If the association should receive nomination for only enough names to fill the open Board of Directors Seats the association may recognize these persons as being duly elected by default.

- (d) Directors shall serve for terms of two (2) years or until a respective successor is elected, or until their death, resignation or removal, whichever is the earliest. Any Director may resign at any time by giving written notice to the President or Secretary; and any Director may be removed from office by a two thirds (2/3) vote of all persons present and entitled to vote at any meeting of the Unit Owners at which a quorum is present.
- (e) Vacancies on the BOARD shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an annual or special meeting of the Members.
- (f) Directors must be elected by secret written ballot with stamped envelope provided for return.

Section 3.3 Meetings:

- (a) An annual organizational meeting of the BOARD shall be held immediately following the adjournment of the annual meeting of the Members.
- (b) At each annual organizational meeting, the BOARD shall adopt a schedule of other regular meetings of the BOARD to be held during the forthcoming year.
- (c) Special meetings of the BOARD may be called at any time by the President or if he is unable or refuses to act, by a majority of Directors. Written notice of the time and place of special meetings shall be given at least twenty-four (24) hours prior to the holding of the meeting.
- (d) A majority of the authorized number of Directors shall constitute a quorum of the BOARD. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the BOARD, unless the law, the ARTICLES or the BYLAWS require a greater number.
- (e) The transactions of any meeting of the BOARD, however called, and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the Minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

Section 5.3 Amendment of By-laws:

BY-LAWS may be adopted, amended or repealed by a majority vote of the Board of Directors or by Members of Association with the affirmative vote or two-thirds (2/3) of the total votes cast in person or by proxy at a meeting of the Members at which a quorum is present.

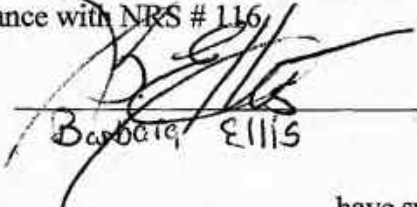
Section 5.4 Notices:

Any notice or other document relating to or required by these BYLAWS may be delivered either personally or by mail. If by mail, it shall be deemed to have been delivered twenty-four (24) hours after the notice or other document has been deposited in the United States mail, postage prepaid, addressed as follows: If to the ASSOCIATION or the BOARD at 3395 South Jones Blvd., #175, Las Vegas, Nevada 89146, if to a Director or Member, at the address from time to time given by such Director or Member to the Secretary for the purpose of service of such notice, or, if no such address has been given, to the address of any condominium unit within Las Brisas Apartment Homes owned by such Director or Member.

CERTIFICATE OF SECRETARY

I, the undersigned, do certify that:

1. I am currently acting as the official Secretary of LAS BRISAS APARTMENT HOMES ASSOCIATION, a Nevada non-profit corporation; and authorized to sign these documents.
2. The foregoing document constitute the bylaws of the said Association as duly amended and adopted to be in compliance with NRS # 116.


_____, Secretary
Barbate Ellis

IN WITNESS WHEREOF, I _____ have subscribed in my hand hereunto that on this ____ day of _____, 2007 the signature above is of the current Las Brisas Apartment Homes Association Secretary.

EXHIBIT "A"

STATE OF NEVADA)
)SS.:
COUNTY OF CLARK)

On this 28th day of November, 2007, before me, the undersigned Notary Public, duly commissioned and sworn, personally appeared BARBARA ELLIS, know to me, or proved on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and who acknowledged to me that she/he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

SIGNATURE: *Kathy L Morrill*
(Notary Public)

